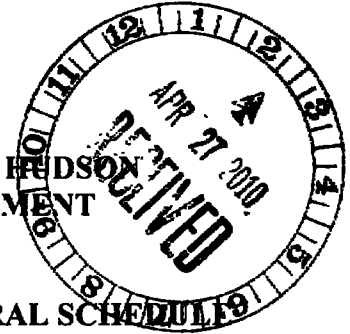


BEFORE THE
SURFACE TRANSPORTATION BOARD

226901

FINANCE DOCKET NO. 35348

CSX TRANSPORTATION, INC. & DELAWARE AND HUDSON
RAILWAY COMPANY, INC - JOINT USE AGREEMENT



MOTION OF APPLICANTS TO ESTABLISH A PROCEDURAL SCHEDULE

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Public Record

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Dated: April 27, 2010

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35348

**CSX TRANSPORTATION, INC. & DELAWARE AND HUDSON
RAILWAY COMPANY, INC - JOINT USE AGREEMENT**

MOTION OF APPLICANTS TO ESTABLISH A PROCEDURAL SCHEDULE

CSX Transportation, Inc. ("CSXT") and Delaware and Hudson Railway Company, Inc., ("D&H") (CSXT and D&H are referred to collectively hereinafter as "Applicants"), hereby move for the issuance of an order establishing a procedural schedule for the above-captioned proceeding.

Applicants today have filed an application seeking the Board's approval pursuant to 49 U.S.C. §§ 11323(a)(6) and 49 C.F.R. § 1180.2(c) for a Joint Use Agreement dated as of December 1, 2009 (the "Joint Use Agreement"). For the reasons set forth in the Application, the proposed transaction is a minor transaction under the Board's regulations at 49 C.F.R. § 1180.2(c). In cases involving a minor transaction, the Board is required to issue a final decision within 180 days of the filing date of the Application. 49 U.S.C. § 11325(d). In accordance with that statutory timetable, Applicants request that the Board establish the following schedule to govern this proceeding:

PROPOSED PROCEDURAL SCHEDULE

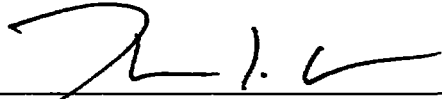
April 27, 2010	Application and Motion to Establish Procedural Schedule filed.
May 27, 2010	Notice of Acceptance of Application to be published in the <i>Federal Register</i> .
June 2, 2010	Notices of intent to participate in this proceeding due.
June 4, 2010	Discovery requests to Applicants (if any) due.
June 18, 2010	Applicants' responses to Discovery requests due.
June 25, 2010	Comments, protests, requests for conditions, other opposition and evidence, and filings by the U.S. Department of Justice ("DOJ") and U.S. Department of Transportation ("DOT") due.
July 16, 2010	Applicants' responses to comments, protests, requests for conditions, other opposition and evidence, and DOJ and DOT due. Rebuttal in support of Application due.
TBD	Oral argument (if Board deems it necessary)
October 22, 2010	Service of final decision, if record closes September 9, 2010.
November 22, 2010	Decision effective.

The foregoing schedule will enable the Board to serve a final decision by the statutory deadline prescribed by 49 U.S.C. § 11325(d)(2), which is October 24, 2010. The proposed schedule includes the customary 30 days for the Board to decide whether to accept the Application. The schedule affords interested parties 59 days after the Application is filed to pursue discovery and to file comments, evidence and requests for conditions. This coincides with the time allotted to the Attorney General of the United States and the Secretary of Transportation to file their comments on the proposed transaction. *See* 49 U.S.C. § 11325(d)(1). Finally, the proposed schedule would allow the Board 98 days after the filing of Applicants' rebuttal evidence on July 16, 2010 to hold an oral argument (if one is deemed necessary) and to prepare a final decision.

The schedule proposed herein provides sufficient time for interested parties to file comments and evidence, and for the Board to meet its responsibilities in a timely fashion.

Therefore, Applicants respectfully request that the Board adopt the proposed schedule.

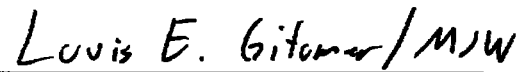
Respectfully submitted,



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*Attorneys for Delaware and Hudson
Railway Company, Inc.*

Dated: April 27, 2010



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410-296-2250

Attorneys for CSX Transportation, Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing Motion of Applicants to Establish a Procedural Schedule to be served by first class mail, postage pre-paid, this 27th day of April 2010, on the persons listed in 49 C.F.R § 1180.4(c)(5) as follows:

Secretary of Transportation
Docket Clerk, Office of Chief Counsel
Federal Railroad Administration
400 Seventh Street, SW, Room 5101
Washington, D.C. 20590

Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530-0001

Federal Trade Commission
600 Pennsylvania Avenue, N.W.,
CRC-240
Washington, D.C. 20580

The Governor, Public Service Commission and Department of Transportation of the following States: Alabama, Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Massachusetts, Maryland, Michigan, Mississippi, Missouri, New Jersey, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia, and the District of Columbia



Matthew J. Warren